

1 B. ANDREW BEDNARK (admitted *pro hac vice*)

2 [abednark@comm.com](mailto:abednark@comm.com)

3 MARK E. BERGHAUSEN (S.B. #278968)

4 [mberghausen@comm.com](mailto:mberghausen@comm.com)

5 O'MELVENY & MYERS LLP

6 Times Square Tower

7 7 Times Square

8 New York, New York 10036-6524

9 Telephone: (212) 326-2000

10 Facsimile: (212) 326-2061

11 Mark Schallert (S.B. #112542)

12 Law Office of Mark Schallert

13 [mark@schallertlaw.com](mailto:mark@schallertlaw.com)

14 310 29<sup>th</sup> Avenue

15 San Francisco, CA 94121

16 Telephone: (415) 994-6537

17 Facsimile: (559) 241-7256

18 Attorneys for Plaintiff LocusPoint Networks, LLC

19 **UNITED STATES DISTRICT COURT**

20 **NORTHERN DISTRICT OF CALIFORNIA**

21 **SAN FRANCISCO DIVISION**

22 LOCUSPOINT NETWORKS, LLC,

23 Plaintiff,

24 vs.

25 D.T.V., LLC, A WYOMING Limited Liability  
26 Company,

27 Defendant.

Case No.: 3:14-cv-01278-JSC

**~~PROPOSED~~ ORDER ON PLAINTIFF  
LOCUSPOINT NETWORK'S MOTION  
TO ENFORCE SETTLEMENT RE  
THIRD-PARTY APPOINTMENT**

**Judge: Hon. Jacqueline Scott Corley  
Place: Courtroom F, 15<sup>th</sup> Floor**

28 The Motion of Plaintiff LocusPoint Networks, LLC ("LPN") to enforce its settlement  
agreement came on for hearing on January 7, 2016. This Court has jurisdiction to enforce the

1 parties' settlement agreement per the Stipulation and Order Re Dismissal of Case and  
2 Jurisdiction Over Settlement entered on September 16, 2015.

3 The settlement agreement requires the parties "to appoint a neutral third party to ensure  
4 that WPHA enters and continues to participate in the Auction until its bid is accepted by the  
5 FCC." This settlement agreement required appointment of the neutral third party by December  
6 12, 2015, but the parties were unable to agree on the appointment. LPN's Motion sought, inter  
7 alia, to compel appointment of PricewaterhouseCoopers Advisory Services ("PwC") to serve as  
8 the neutral third party.

9  
10 The Court, having considered the parties' submissions and argument of counsel and  
11 files in this matter, and GOOD CAUSE appearing,

12 IT IS HEREBY ORDERED:

- 13  
14 1. DTV shall execute the document entitled "Appointment of Neutral Third Party As  
15 Required Under Settlement Agreement," a copy of which is attached hereto, thereby  
16 appointing PwC to serve as the neutral third party.

17  
18 Date: January 8, 2016

19   
Jacqueline Scott Corley  
United States Magistrate Judge

**Appointment of Neutral Third Party  
As Required Under Settlement Agreement**

Under Section 2 of the Settlement Agreement between D.T.V. LLC (“DTV”) and LocusPoint Networks, LLC (“LPN”), dated September 10, 2015 (the “Agreement”), DTV and LPN are to appoint a “neutral third party to ensure that WPHA enters and continues to participate in the [FCC broadcast spectrum incentive auction] until its bid is accepted by the FCC.”

As of the deadline for submitting applications to participate in the broadcast incentive auction (6:00pm ET on January 12, 2016) and until the announcement of the auction results (the so-called “quiet period” under the FCC’s rules against prohibited communications), LPN and DTV will be unable to communicate with each other regarding any aspect of WPHA’s (or any station’s) bids or bid strategy. DTV therefore hereby agrees to the appointment of Pricewaterhouse Coopers Advisory Services LLC (“PwC”) to ensure WPHA’s entry and continued participation in the FCC spectrum auction by cooperating with PwC in its performance of the services outlined in Attachment A hereto.

DTV further agrees to reimburse LPN at the conclusion of the “quiet period” for 50% of the fees and expenses reasonably incurred by PwC and paid by LPN in connection with WPHA up to a maximum reimbursement of \$15,000 from the Auction proceeds.

LPN agrees that it will not seek or accept information (from PwC or otherwise) regarding any aspect of WPHA’s bids or bid strategy during the “quiet period”. LPN further agrees that it will use its best efforts to ensure that the PwC personnel working with DTV (the “PwC Monitor(s)”) do not provide other PwC personnel, LPN, or any other person or entity information regarding any aspect of WPHA’s bids or bid strategy during the “quiet period”.

Agreed this \_\_\_\_ day of January 2016.  
D.T.V. LLC

By: \_\_\_\_\_  
Name:  
Title:

Agreed this \_\_\_\_ day of January 2016.  
LocusPoint Networks, LLC

By: \_\_\_\_\_  
Name:  
Title:

## ATTACHMENT A

## (Services to Be Rendered By PwC)

1. Pre-Auction preparation – Prior to March 1, PwC will review and confirm the bidding strategy and procedures for WPHA’s participating in the Auction, as outlined in the parties’ agreement, with the individuals designated by DTV as its “Authorized Bidders” in its FCC Form 177 application to participate in the Auction.
2. Monitoring Services in Support of WPHA/DTV – PwC will monitor the entry of bids for WPHA in each Auction round by DTV’s Authorized Bidders in the licensee computerized bid system established by the FCC, including acceptance of all FCC “Go Off-Air” price offers, as follows:
  - (a) In advance of each round of the Auction, the PwC Monitor(s) and Randolph Weigner (or, in event of his unavailability for any reason, the other Authorized Bidders) will confirm with each other electronically the date and starting and closing times for that round as announced by the FCC.
  - (b) Promptly upon the beginning of each round of the Auction, Randolph Weigner (or, in event of his unavailability for any reason, the other Authorized Bidders) will electronically transmit to the PwC Monitor(s) (1) the status of WPHA in that round of the Auction (*e.g.*, “Active” or “Frozen”); and (2) the offer(s), if any made by the FCC for WPHA in that round of the Auction; and (3) DTV’s anticipated response(s) to those offer(s).
  - (c) Promptly upon submitting DTV’s WPHA-related response(s) to the FCC’s offer(s), and in any event prior to the end of that round of the Auction, Randolph Weigner (or, in event of his unavailability for any reason, the other Authorized Bidders) will electronically transmit DTV’s actually submitted WPHA-related response(s) to the PwC Monitor(s), by providing PwC a “screen shot” or similar confirmation of the response(s).

From the deadline for filing applications to participate in the Auction (January 12, 2016) until the FCC announces the Auction results (the “Quiet Period”), under no circumstances will PwC’s personnel who are in contact with DTV regarding WPHA’s Auction bids communicate any of the WPHA bids or bid strategies to LPN or be involved with any other station’s bids or bidding strategies. In addition, during the Quiet Period, PwC will take reasonable steps to assure that all PwC personnel who are designated as the primary or alternate PwC representative to a Station or Licensee will not be privy to, or communicate, the bids or bidding strategies of any other Station or Licensee. PwC will also implement internal controls during the Quiet Period to assure that information concerning the bids or bidding strategies of any

1 Station or Licensee to which PwC is providing Services will not be communicated by PwC to  
2 any other Covered Television Licensee or applicant in the Auction, as those terms are defined  
3 by the FCC.  
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